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July 1, 2014

**VIA ELECTRONIC MAIL
AND ECF**

Honorable Robert E. Gerber
United States Bankruptcy Judge
United States Bankruptcy Court
One Bowling Green
New York, NY 10004-1408

Re: *In re Motors Liquidation Co.*, Case No. 09-50026 (REG)
Groman v. General Motors LLC, Adv. Pro. Case No. 14-1929 (REG)
Proposed Counter-Order to Proposed Supplemental Scheduling Order

Dear Judge Gerber:

We, along with Wolf Haldenstein Adler Freeman & Herz LLP, are co-counsel to the plaintiffs (the “**Groman Plaintiffs**”) in the above-referenced adversary proceeding (the “**Adversary Proceeding**”). Earlier today, General Motors LLC (“**New GM**”) and “Designated Counsel”¹ submitted their joint proposed order regarding how to proceed with (i) New GM’s Motion to Enforce the Sale Order and Injunction, (ii) the Adversary Proceeding, and (iii) Designated Counsel’s Objection to the Motion on behalf of their clients (the “**New GM Proposed Order**”). Subsequently, the Motors Liquidation Company GUC Trust (“**GUC Trust**”) and certain holders of GUC Trust units submitted a joint proposed counter-order (the “**GUC Trust Proposed Order**”) to the New GM Proposed Order.

The Groman Plaintiffs agree with the changes to the New GM Proposed Order submitted by the GUC Trust, and propose one additional change. Specifically, as reflected in the attached comparison between the GUC Trust Proposed Order and the Groman Plaintiffs’ proposed counter-order to the New GM Proposed Order (the “**Groman Plaintiffs’ Proposed Order**”), the Groman Plaintiffs submit that the Fraud on the Court Threshold Issue (as defined by the Scheduling Order) may be suggested for consideration as part of the Threshold Issues Letter (See Groman Plaintiffs’ Proposed Order, at p. 5, para. e). Also enclosed for the Court’s convenience is a comparison of the Groman Plaintiffs’ Proposed Order to the New GM Proposed Order.

¹ “Designated Counsel” are the law firms Brown Rudnick, LLP; Caplin & Drysdale, Chartered; and Stutzman, Bromberg, Esserman & Plifka, PC, as set forth in this Court’s Scheduling Order dated May 16, 2014 (the “**Scheduling Order**”).

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Respectfully submitted,



Jonathan L. Flaxer

Enclosure